

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
(Incorporated Under the Companies Act, 1956)

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**KANODIA CEMENT LIMITED**

- I. The Name of the Company is "KANODIA CEMENT LIMITED".
- II. The Registered Office of the Company will be situated in the State of UTTAR PRADESH.
- III. The objects for which the company is to be established are:
  - A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
    1. To establish and carry in India or elsewhere the business to produce, manufacture, process, refine, prepare, import, export, purchase, sell, manipulate, finish, pack, repack, mix, grade, operate and to act as brokers agents, consultants, merchants, stockiest, distributors, suppliers, providers, collaborators, consignors, C&F agents, indenting agents, job workers, Wholesalers, retailers, traders concessionaries or otherwise to deal in all varieties, specifications, descriptions, applications & uses of cements, whether ordinary, white, coloured, pozzolana alumina blast furnace, silica lime plaster of paris, fiber etc. including grey cement, Portland cement, Portland pozzolana cement, Portland slag cement, Portland rapid hardening cement, , Fiber Cement, Portland cement, Portland oil well cement, special cement, repitix cement, water proof cement, masonry cement, lime pozzolana cement sagole cement and other allied products
    2. To carry, mine excavate, explore, extract, lift handle, short blast, grade, dump, distribute, collect, buy sell, import export, treat, refine, prepare manipulate, finish, pack repack transport mix, store, and to act as agent broker stockiest, consultant, engineer, collaborator, consignor, franchiser, C&F agent, warehouse of otherwise to deal in lime, clay, granite, sand, concrete, mortar, minerals, whiting, coked fuel, gunny bags, Hessian cloth, paper bags, HDPE bags, clinker, gypsum, limestone, Sagle, Fiber, consumables substances and raw materials required for the manufacturing of cement and to own, explore and take land on lease or acquire, establish, operate, work and maintain mines,



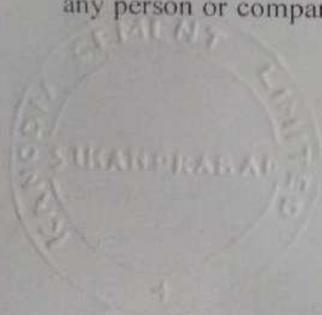
V2shal Kanodia  
Director

workshops and other works and to do all incidental acts and things necessary for the attainment of the above objects.

3. To carry on the business of manufacturers of, dealers in and sellers of cement, alumina cement, white cement, clinker, lime, plasters, whiting, clay, granule, sand, coke, fuel, artificial stone, builders' requisites & convenience of all kinds and any products or things which may be manufactured out of or with cement or in which the use of cement may be made.

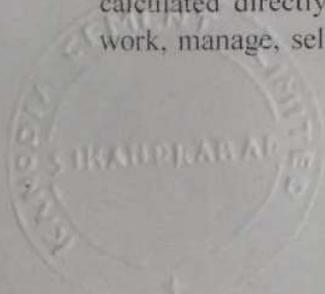
**B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:**

1. To carry on the business of mining, metallurgists, builders, contractors, merchants, manufacturers of cement and mining operations.
2. To sell, improve, manage, develop, exchange, dispose of, take on lease or otherwise acquire or the purpose of the company any estates, land, buildings, easements of other interest.
3. To develop and manufacture, purchase/market all types of packing required for packing/transport cement and its allied compounds and derivatives.
4. To carry on investigation, to discover places where cement can be profitably made, or where materials for any manufacturing work, the Company is entitled to carry on can be obtained and to obtain prospecting licenses and mining lease and do prospecting or research work in that behalf.
5. To deal and manufacture pre-fabricated material for houses and other buildings.
6. To carry on in India or elsewhere the trades and business of survey, prospecting and proving of cement grade limestone deposits, asbestos and of manufacturers of cement and building materials of all kinds miners and engineers in all their respective branches, and to start consultancy service of technical, managerial and marketing of cement industry.
7. To buy, sell, manufacture, plant, cultivate, prepare, treat, alter, exchange, hire, let on hire, import, export, dispose and or deal in all kinds of articles and things which may be required for the purpose of any of the business which the Company is expressly or by implication authorized by this Memorandum to carry on.
8. To enter into partnership, or into any arrangement for sharing profits union of interest, cooperation, joint venture reciprocal concession or otherwise either in part or whole with any person or company, or companies foreign or otherwise, carrying on or engaged in or



about to carry on engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

9. To apply, for purchase or otherwise acquire or develop any patents, developments, invention, licenses, concession and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information to any invention which may seem capable of being used for any of the purpose of the company, the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, right or information so required.
10. To establish, appoint, regulate and discontinue office, offices, agents, representatives, distributors or retailers in all such places as the company may from time to time determine for carrying out all or any of the company's objects and to act as agents for others.
11. To undertake and execute any trust the undertaking of which may seem to the company desirable either gratuitously or otherwise.
12. To purchase, own, take on lease or in exchange or otherwise acquire and undertake all or any part of the business, rights, privileges, property, and liabilities of and to amalgamate or enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise with any company having objects altogether or in part similar to those of the company and to lend money to guarantee the performances of contracts of or otherwise assist any such company for such consideration and on such terms as may seem expedient.
13. To promote, establish, undertake, form and to be interested in and to apply for acquire hold and dispose of shares, in any institution, business, pool, combine, syndicate, industrial trading or manufacturing or company having objects altogether or part similar to those of the company carrying on any business capable of being conducted so as directly or indirectly to benefit the company and to subsidise or assist any industry or undertaking financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of stock, debentures, debenture stock or other securities of such industry or undertaking.
14. To apply, for purchase or otherwise acquire or develop any patents, development invention, processes, copy rights, trade marks, concessions, licenses and the like, subject to royalty or otherwise, conferring an exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company or the acquisition for which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, work, manage, sell, let, grant licenses in respect of or otherwise turn to account or deal

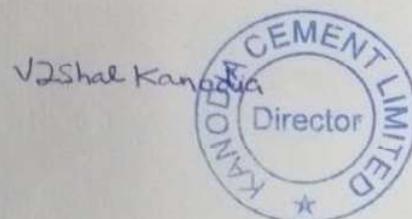
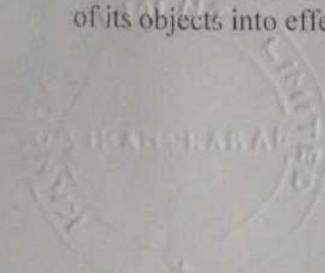


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with the property rights and information so acquired or otherwise belonging to the company.

15. To subscribe for, purchase or otherwise acquire, hold, sell, exchange dispose of and deal in, and to give any guarantee of whatever description to the stocks, shares, bonds, debentures, debenture stock, scripts or other securities or obligations of any company or of any authority, supreme, public, municipal, local or otherwise and to invest and deal with the funds of the company not immediately required upon such securities and in such manner as may from time to time be determined.
16. To borrow, or raise money in such manner, and on such terms as the company shall think fit and to secure the repayment of any money borrowed, raise or owing, by mortgage, charge or lien upon the whole or any part of the company's property or assets, both present and future, including its uncalled capital and also by a mortgage charge or lien to secure and guarantee the performance by the company of any obligations or liability it may undertake.
17. To enter into any arrangement with any Government or authority, supreme, public, municipal, local or otherwise, and to obtain from any such Government or authority and rights, concessions and privileges that may seem conducive to the company's objectives, or any of the and to carry out, exercise and comply with any such arrangements, rights, concessions and privileges.
18. To aid pecuniary or otherwise any association, body or movement having for an object the settlement or surrounding of industrial or labour problems or troubles or the promotion of the industry or trade.
19. To lend or advance, or deposit moneys belonging or entrusted to or at the disposal of the company or give credit to any company and in particular to customers of and others having dealing with the company with or without security, on such terms as may seem expedient, and to draw, make, accept, endorse, discount and execute and issue bills of exchange, promissory notes, hundies, debenture, bills of lading and other negotiable or transferable instruments or securities but not to do the business of banking as defined in Banking Regulations Act, 1949.
20. To apply or join in applying to and obtaining from any Parliament or Legislative authority or Government, or any supreme, public, local, municipal or other authority or body or with any landholders or other persons, for any Acts of Parliament, or other Acts of legislature, Laws, decrees, concessions, orders, rights or privileges or authority that may seem conducive to the company's objects or any of them or may see expedient to obtain any provisional orders or Act of Parliament for enabling the company to carry any of its objects into effect.

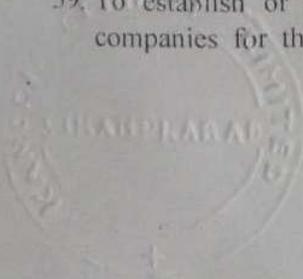


21. To invest, apply, for and acquire, or otherwise employ moneys belonging to or entrusted with the company upon securities and shares in investment Trusts, Banks and Insurance Companies and other Limited Companies upon such terms as may from time to time be considered proper.
22. To takeover a going concern or purchase or otherwise acquires, all or any part of the business properties and abilities of any company, association of person, society, partnership formed for all or any part of the purpose within the main object of the company and to conduct and carry on or liquidate and wind up such business.
23. To make such arrangements as the company may deem fit for the holding of any property of the company in the name of Trustees or a Trustee for the company.
24. To let, sub-let or give on lease, rent or hire, any portion of land, factory, mill, warehouse, tanks, chawls or other buildings or structure.
25. To sell, improve, manage, develop, exchange an enfranchise, lease, out, mortgaged, dispose of, turn to account, or otherwise deal with the whole or any part of the undertaking, business or property or sites of the company either together or in such portion and for such considerations as the company may think fit.
26. To establish such competitions as may be lawful for any of the purposes of the company and to offer and grant prizes, awards and premiums of such character and on such terms may seem expedient.
27. To advertise and publicise or promote, the sale of any goods, articles or things produced, manufactured, traded or dealt-with in any manner as may be deemed expedient including advertising in the press, posting of bills, the issue or publication of circulars, pamphlets, pricelists, leaflets, catalogues, brochures, or by the circulation of momentous, gifts and other articles.
28. To remunerate any person, firm or company rendering or agreeing to render services to the company either by cash payment or by the issue and allotment to him or them of shares or securities of the company credited as paid-up in full or part or otherwise as may seem expedient.
29. To pay all costs, charges and expenses, preliminary and incidental to and of the promotion formation, establishment and registration of the company and of the transfer to the company of any property acquired by the company.



V. Shal Karadia  
Director

30. Subject to the provisions of Section 181 of the Companies Act, 2013 to support, subscribe or contribute or otherwise to assist or guarantee money for any charitable, benevolent, religious institutions or any other institutions or objects or any exhibition or for any public general or useful object.
31. To purchase or otherwise acquire, erect, maintain, reconstruct and adopt any buildings, office and also to extend the business of the company by adding or, altering enlarging all or any such building machinery and plant.
32. To establish and support or to aid in the establishment and support of association, institutions, or conveniences calculated to benefit the employees or ex-employees of the company or its predecessors in business or the dependents or concessions of such persons, and to grant pensions and allowances and to make payments towards insurance of any kind or to give any participation in profits of the company to persons employed by the company or any of them.
33. To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with other and either by or through agents, Sub-contractors trustee or otherwise.
34. To provide for and furnish or secure to any member or customers of the company and chattels, conveniences, advantages, benefits or special privileges which may seem expedient either gratuitously or otherwise.
35. To establish and maintain laboratories for purposes of research and development and to acquire all the necessary scientific and other equipment for the purpose.
36. To manufacture, import, export, buy, sell and deal in raw materials and other substances used in the manufacture, production or treatment of any product or other substances, articles and things, the manufacture of which the company is authorized to undertake and to turn to account, render, marketable and deal in any of the by-products of the manufacturing process which the company may undertake.
37. To amalgamate with any other company having objects altogether or in part similar to those of this company.
38. To enter into partnership with any other company, association of person, society, partnership or person to carry on the activities which the company can carry on within its objects.
39. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all the property, rights and liabilities of the



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company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing or underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures, debenture-stock or other securities of any such other company.

40. To adopt such means of making known the products of company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
41. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops, for scientific and technical researches experiments and tests of all kinds;
42. To promote studies and researches or inventions by providing, subsidizing endowing or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and by providing or contributing to the award of scholarships, prizes, grants, or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, test and invention of any kind that may be considered likely to assist any business which the company is authorized to carry on.
43. To pay out of the funds of the company, all expenses which the company may lawfully pay with respect to the formation and registration of the company or the issue of its capital including brokerage and commission for obtaining application for or taking placing or underwriting or procuring debentures or other securities of the company.
44. To agree, to refer to arbitration and to refer to arbitration disputes, present or future between the company and any other company, firm or individual and to submit the same to arbitration to an arbitrator in India or abroad and either in accordance with Indian or any other Foreign System of Law.
45. To expend the company's activities by opening, maintaining branches of the company and/or establish agencies in India and elsewhere and to regulate and discontinue the same.
46. Generally to do all such other things as may appear to be incidental and in any way conducive to the attainment of the above main objects or any of them.



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IV. The liability of the Members of the company is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. "The Authorised Share Capital of the Company is Rs. 84,96,66,100 (Rupees Eighty-Four Crores Ninety Six Lacs Sixty Six Thousand One Hundred Only) divided into 8,49,66,610 (Eighty Crore Fourty Nine lacs Sixty Six Thousand Six hundred Ten Only) Equity Shares of Rs. 10/-(Ten) each"

*"The Authorised Share capital has been increased from Rs. 50, 00,000 to Rs. 2, 00, 00,000 at the Extra-ordinary General Meeting held on 07.10.2009.*

*"The Authorised Share capital has been increased from Rs. 2, 00, 00,000 to Rs. 4, 00, 00,000 at the Extra-ordinary General Meeting held on 25.01.2010*

*"The Authorised Share capital has been increased from Rs. 4, 00, 00,000 to Rs. 7, 50, 00,000 at the Extra-ordinary General Meeting held on 21.08.2010.*

*The Authorised Share capital has been increased from Rs7, 50, 00,000 to Rs. 10, 00, 00,000 at the Extra-ordinary General Meeting held on 22.12.2010.*

*"The Authorised Share capital has been increased from Rs. 10, 00, 00,000 to Rs. 10, 50, 00,000 at the Extra-ordinary General Meeting held on 28.03.2014.*

*"The authorised share capital has been increased from Rs. 10, 50, 00,000 to Rs. 84,96,66,100 due to merger with Bluestar Cement Ltd and others on the Hon'ble Allahabad High Court's order dated 13.01.2021*

*"Old Clause V has been replaced by New Clause V due to Sub- division (stock split) of Equity Shares of the company for Rs. 100/- (Rupees Hundred only) each to Rs. 10/- (Rupees Ten only) each at the Extra-ordinary General Meeting held on 12.03.2022.*

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We the several persons whose names and addresses are subscribed herein below, are desirous of being formed into a company in pursuance of this Memorandum of Associations and we respectively agree to take the number of shares in the capital of the company set opposite our respective names: -

Names, Addresses, Occupations and description of Subscribers.	No. of share taken by each Subscriber	Signature of Subscribers	Name and Address and description of witness to the signature.
Mr. VISHAL KANODIA S/o Sri Ashok Kumar Kanodia R/o B.38/3A, Tulsipur, Mahmoorganj, Varanasi, UP (Business)	750	Sd/-	<p style="text-align: center;">AWADHESH SINGHAL S/o Sri A.K. Agrawal R/o 165, Vindhyareshini Nagar Colony, Orderly Bazar, Varanasi, UP</p>
Smt. KHUSHBOO KANODIA W/o Sri Vishal Kanodia R/o B.38/3A, Tulsipur, Mahmoorganj, Varanasi, UP (Business)	700	Sd/-	
Mr. ASHOK KUMAR KANODIA S/o Late Banarsi Lal Kanodia R/o Ward No.9, Bhikhampur Road, Deoria, UP(Business)	700	Sd/-	
Smt. MANJU KANODIA W/o Sri Ashok Kumar Kanodia R/o Ward No.9, Bhikhampur Road, Deoria, UP(Business)	700	Sd/-	
Mr. GAUTAM KANODIA S/o Sri Ashok Kumar Kanodia R/o Ward No.9, Bhikhampur Road, Deoria, UP(Business)	700	Sd/-	
Smt. POOJA PODDAR D/o Sri Ashok Kumar Kanodia R/o B.38/3A, Tulsipur, Mahmoorganj, Varanasi, UP(Business)	750	Sd/-	
Mr. Kamal Nayan Poddar S/o Radhey Shyam Poddar R/o B.38/3A, Tulsipur, Mahmoorganj, Varanasi, U.P. (Business)	700	Sd/-	

Dated 17<sup>th</sup> Day of JULY '2009

Vishal Kanodia

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